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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

rd waste management, inc.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

RD WASTE MANAGEMENT, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

I.

NAME

The name of this corporation is RD WASTE MANAGEMENT, INC., (the "Corporation"). The principal place of business and mailing address of the Corporation is c/o Rony Desvarences, 12875 N. E. 14th Avenue, North Miami, Florida 33161.

II.

EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be September 30th, 2005, and it shall exist perpetually thereafter, unless sooner dissolved according to law.

III.

PURPOSE

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

IV.

CAPITALIZATION

The maximum number of shares, which this Corporation is authorized to have outstanding at any time, is 1,000 shares of common stock, having a par value of \$0.01 per share.

Prepared by: Gregory P. Borgognoni
Fla. Bar No.: 264016
Grand Bay Office Plaza, Suite 701
2665 South Bayshore Drive
Miami, Florida 33133

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V.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Grand Bay Office Plaza, Suite 701, 2665 South Bayshore Drive, Miami, Florida, 33133; and the initial registered agent of this Corporation at such office shall be Gregory P. Borgognoni, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office open for service of process.

VI.
INITIAL DIRECTORS

The number of directors constituting the Board of Directors of this Corporation shall be determined in accordance with its Bylaws, but shall not be less than one (1). The name and addresses of the person, who is to serve as members of the initial Board of Directors is:

| <u>Name & Title</u> | <u>Address</u> |
|---------------------------------------|--|
| Ronny Desvarences (President/CEO) | 12875 NE 14 th Avenue Aventura, Florida 331961 |
| Jerome Weissner (Vice President) | 3801 NE 207 th Street, # 404 Aventura, Florida 33180 |
| Michael Nicol (Secretary & Treasurer) | 12875 N. E. 14th Avenue North Miami, Florida 33161 |
| Gregory P. Borgognoni (Director) | Grand Bay Office Plaza, Suite 701 2665 South Bayshore Drive Miami, Florida 33133 |
| Philip Brutus (Director) | 12875 N. E. 14th Avenue North Miami, Florida 33161 |

Prepared by: Gregory P. Borgognoni
Fla. Bar No.: 264016
Grand Bay Office Plaza, Suite 701
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

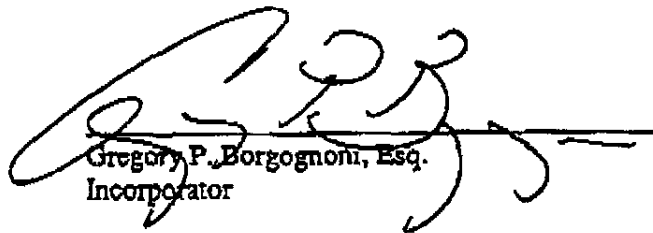
Mark Villain (Director)

12875 N. E. 14th Avenue
North Miami, Florida 33161

**VI.
INCORPORATOR**

The incorporator of this Corporation is Gregory P. Borgognoni, Esq., Grand Bay Office Plaza, Suite 701, 2665 South Bayshore Drive, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on this 30th day of September, 2005.



Gregory P. Borgognoni, Esq.
Incorporator

Prepared by: Gregory P. Borgognoni
Fla. Bar No.: 264016
Grand Bay Office Plaza, Suite 701
2665 South Bayshore Drive
Miami, Florida 33133

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of this Corporation is RD Waste Management, Inc.
2. The name and address of the registered agent and the registered office is Gregory P. Borgognoni, Esq., Grand Bay Office Plaza, Suite 701, 2665 South Bayshore Drive, Miami, Florida 33133.

Pursuant to Sections 48.091 and 607.0501, *et seq.*, *Florida Statutes*, the undersigned has been named to act as the Registered Agent of this Corporation at the place designated in this certificate; and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent of this Corporation; and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for this Corporation.

Date: September 30th, 2005.


Gregory B. Borgognoni, Esq.
Registered Agent

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Prepared by: Gregory P. Borgognoni
Fla. Bar No.: 264016
Grand Bay Office Plaza, Suite 701
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

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